

USA Capital

Subordinated Trust Deed Investment

Borrower: Ocean Atlantic/PFG- Westbury, LLC
Ocean Atlantic Companies are a group of diversified real estate development companies based in Washington, DC. They have developed of \$1.5 billion worth of residential and commercial property since 1981.

Loan Amount: \$2,700,000

Rate: 15% (net)

Combined Loan to Value: Approximately 68% based on an appraisal by Argianas and Associates, Inc dated February 25, 2005

Term: 12 months

Collateral: Second Deed of Trust on Approximately 175 acres of land located on the Northwest Corner of Illinois Route 47 and Corneils Road in Yorkville, Illinois. Commonly known as Phase I and Phase II of the Westbury East Village. Yorkville is 60 miles west of Chicago Illinois.

The Project: The total Westbury East Village subdivision is situated on 300 acres fully entitled for 835 residential lots, and a 29 acre commercial/retail parcel, and includes a clubhouse/recreation facility, open space, parks, and retention lakes. Phase 1 of the project is 97 acres of land that will be developed into townhouses, single family homes, and courtyard townhouses. Phase 2 is 78 acres that will be developed into single family attached housing and detached single family lots.

Exit Strategy: The borrower intends to obtain an A & D loan to develop Phase I and refinance Phase 2.

Guarantees: Ocean Atlantic Service Corporation with a reported net worth of approximately \$19 million as of September 30, 2005.

USA Capital
702-734-2400

Licensed by the State of Nevada Division of Mortgage Lending
USA Commercial Mortgage Company 4484 S. Pecos Rd, Las Vegas NV 89121
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Money invested through a mortgage broker is not guaranteed to earn any interest or return and is not insured. Before investing investors must be provided applicable disclosure.

EXHIBIT B

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